

RECORDATION NO. 8253-E FILED

AUG 4 '97

1-30PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

August 4, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two copies of the following document: a Termination and Release of Lien and Security Agreement, dated July 24, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Railcar Security Agreement which was duly filed with the Commission under Recordation Number 8253.

The name and address of the party to the enclosed document is:

Lessor: U.S Trust Company of New York
114 West 47th Street
New York, NY 10036

Lessee: American Rail Box Car Co.
c/o Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

A description of the railroad equipment covered by the enclosed documents is:

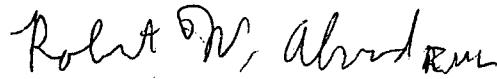
Three Hundred and Fourteen (314) boxcars bearing road marks and numbers as set forth on Attachment I to the Release.

Mr. Vernon A. Williams
August 4, 1997
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/bjg
Enclosures

OFFICE OF THE SECRETARY

DATE:

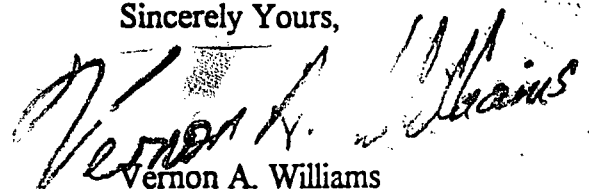
Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 8/4/97 at 1:30PM, and
assigned recordation number(s). 8253-E, 9297-E, 20779-A.

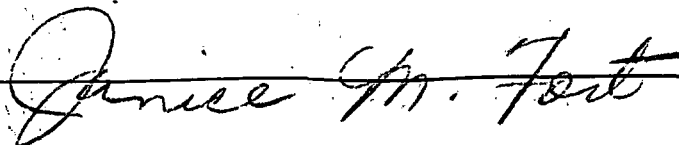
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 72.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



TERMINATION AND RELEASE OF LIEN AND SECURITY INTEREST AUG 4 '97

1-30PM

U.S. Trust Co. of New York, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby terminates, release and discharges its security interest and any and all rights it has in and to the Equipment described in Attachment I hereto.

Such security interest was granted pursuant to a Lease of Railroad Equipment dated as of June 1, 1976 between U.S. Trust Co. of New York, as Trustee, and American Rail Box Car Co., as Lessee, as such Lease was subsequently assigned and amended (the "Lease"), filed with the Surface Transportation Board (or its predecessor agency) under recordation number 8253.

U.S. TRUST CO. OF NEW YORK

By:

M. Ciesmielewski

Name:

Title: MARGARET M. CIESMELEWSKI

ASSISTANT VICE PRESIDENT

STATE OF New York
COUNTY OF N.Y.) ss:

On the 24 day of July, before me personally came Margaret M. Ciesmielewski to me known, who, being by me duly sworn, says that he/she is a ASSISTANT VICE PRESIDENT of U.S. Trust Co. of New York, and that the foregoing instrument was duly authorized and signed on behalf of such.

Christine C. Collins
Notary Public

[Notarial Seal]

My Commission Expires:

CHRISTINE C. COLLINS
Notary Public, State of New York
No. 03-4624735
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 1998

US
TRUST

130700	130740	130802	130861	130913	131014	131074	131116
130701	130741	130804	130862	130917	131021	131075	131117
130702	130742	130806	130863	130920	131022	131076	131118
130703	130743	130807	130864	130922	131027	131077	131119
130704	130744	130808	130869	130924	131028	131078	131120
130705	130745	130809	130871	130925	131033	131079	131121
130706	130746	130810	130872	130926	131034	131080	131122
130707	130747	130811	130874	130927	131035	131081	131123
130708	130748	130813	130875	130929	131042	131082	131124
130709	130749	130815	130876	130930	131043	131083	131125
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130711	130751	130817	130878	130935	131045	131085	131127
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130734	130775	130851	130906	130997	131068	131110	
130735	130776	130852	130907	130998	131069	131111	
130736	130777	130856	130908	131002	131070	131112	
130737	130778	130857	130910	131004	131071	131113	
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